

# EXHIBIT 2

**EXCLUSIVITY:** We are requesting information on the items listed below which are featured in Childcraft Education Corp.'s Growing Years Catalog. Terms of exclusivity include:

**CODE A. EXCLUSIVE PRODUCTS UNDER CHILDCRAFT LABEL:** Products manufactured for Childcraft by other manufacturers/vendors and labeled with the Childcraft name.

**CODE B. EXCLUSIVE PRODUCTS NOT BEARING CHILDCRAFT LABEL** but manufactured by a vendor who has given Childcraft the exclusive right to be the "sole source" of the product. This right is typically supported by this signed agreement between the vendor and Childcraft, and may include exclusivity with respect to all or to part of the product, such as its color, size, shape, and/or function.

**CODE C. EXCLUSIVE COLLECTIONS:** Sets of products whose components may be individually bought on the open market, but selected or assembled by Childcraft into sets that may include, but not be limited to:

a. assortments not elsewhere available as a collection, and/or

b. functional packaging intended for a specific educational purpose (i.e. size and dimensions of the collections as contained in specifically configured containers to fit within or adjacent to another product.)

Please sign this page (or respond in writing if items are not exclusive to Childcraft) and return AS SOON AS POSSIBLE to Liz Scott at the fax number below.

Thank you for your prompt response to this request.

Product Description	Childcraft Item #	Vendor Item #	Exclusivity Code
SEAT SACK	#370631	seatsack3	A

This letter is to confirm exclusivity of the vendor's product(s) listed created for Childcraft Education Corp. If possible, please provide us with this letter of exclusivity on your letterhead.

Vendor: SEAT SACK INC. Date: 7/20/00

Signature(Name & Title) [Signature] [Signature]

Print Name: ANNE M'ALEER

FROM:  
Liz Scott  
Childcraft Education Corp.  
2920 Old Tree Drive  
Lancaster, PA 17603  
FAX (717) 391-4061 PHONE (717) 391-4050